

Paulson John
Form 4
April 23, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PAULSON & CO INC

(Last) (First) (Middle)

**1251 AVENUE OF THE
AMERICAS,**

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Delphi Automotive PLC [DLPH]

3. Date of Earliest Transaction
(Month/Day/Year)

04/19/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/19/2012		S	76,942	D \$ 32.25	3,885,793	D (1) (5) (6) (7)
Common Stock	04/19/2012		S	135,706	D \$ 32.25	11,503,112	D (2) (5) (6) (7)
Common Stock	04/19/2012		S	13,868	D \$ 32.25	1,078,668	D (3) (5) (6) (7)
Common Stock	04/19/2012		S	73,484	D \$ 32.25	1,211,612	I See (4) (5) (6) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

PAULSON & CO INC
1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

X

Paulson Advantage Master Ltd.
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST
GRAND CAYMAN, E9 KY1-1104

X

Paulson Advantage Plus Master Ltd.
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST
GRAND CAYMAN, E9 KY1-1104

X

PAULSON PARTNERS ENHANCED L.P.
1251 AVENUE OF THE AMERICAS
50TH FLOOR
NEW YORK, NY 10020

X

PAULSON ENHANCED LTD
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST
GRAND CAYMAN, E9 KY1-1104

X

X

Paulson International Ltd.
C/O MAPLES CORPORATE SERVICES LIMITED
P.O. BOX 309, UGLAND HOUSE, S. CHURCH ST
GRAND CAYMAN, E9 KY1-1104

PAULSON PARTNERS LP
1251 AVENUE OF THE AMERICAS
50TH FLOOR
NEW YORK, NY 10020

X

Paulson John
1251 AVENUE OF THE AMERICAS
50TH FLOOR
NEW YORK, NY 10020

X

Signatures

Stuart L. Merzer, General Counsel & Chief Compliance Officer of Paulson & Co.
Inc.

04/23/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Reflects the securities of the issuer owned directly by Paulson International Ltd. ("International").
- (2) Reflects the securities of the issuer owned directly by Paulson Enhanced Ltd. ("Enhanced Ltd.").
- (3) Reflects the securities of the issuer owned directly by Paulson Partners L.P. ("Paulson Partners").
- (4) Reflects the securities held in accounts managed separately (the "Separately Managed Accounts") by Paulson & Co. Inc. ("Paulson").

Paulson is an investment advisor registered under the Investment Advisors Act of 1940. Paulson is the investment manager of Paulson Recovery Master Fund Ltd. ("Recovery Master"), Paulson Partners Enhanced, L.P. ("Enhanced LP"), Enhanced Ltd., Paulson Partners, International, Paulson Advantage Master Ltd. ("Advantage Master"), Paulson Advantage Select Master Fund Ltd. ("Select Master"),

- (5) Paulson Credit Opportunities Master Ltd. ("Credit Master") and Paulson Advantage Plus Master Ltd. ("Advantage Plus Master," and collectively, the "Funds") and securities held in the Separately Managed Accounts. Paulson is also the controlling person of Paulson Advisers LLC, the managing general partner of each of Paulson Partners and Enhanced L.P. John Paulson is the controlling person of Paulson.

- Additionally, Recovery Master directly owns 3,382,064 shares of common stock of the issuer, Enhanced LP directly owns 2,998,625 shares of common stock of the issuer, Advantage Master directly owns 877,223 shares of common stock of the issuer, Advantage Plus Master directly owns 1,435,265 shares of common stock of the issuer and Credit Master directly owns 15,830,396 shares of common stock of the issuer.
- (6)

- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), the filing of this Form 4 shall not be deemed an admission by any of the persons reporting on this Form 4 that he or it, for purposes of Section 16 of the Act or otherwise is the beneficial owner of any equity securities covered by this Form.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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